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FAEGRE & BENSON

2200 NORWEST CENTER
90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
612/336-3000
FACSIMILE 336-3026

2-034A020

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INTERSTATE COMMERCE COMMISSION

January 29, 1992

16849 C

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INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordations Unit
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

Re: Recordation of Supplements to Documents Covering
892 Auto Racks (Conrail 1990 Equipment Trust A)

Dear Sir or Madam:

I have enclosed an original and one certified copy of each of the secondary documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These secondary documents are supplements (ie, amendments) to primary documents previously recorded in your office. The primary documents and the equipment covered thereby as follows:

1. Equipment Trust Agreement dated as of April 1, 1990 between Meridian Trust Company as Owner Trustee and Wilmington Trust Company recorded April 26, 1990 bearing recordation number 16849.
2. Lease Agreement dated as of April 1, 1990 between the foregoing Owner Trustee as lessor and Consolidated Rail Corporation as lessee recorded the same day bearing recordation number 16849-A.
3. The equipment covered by the foregoing primary documents as well as the enclosed supplements is as follows:
 - 327 fully enclosed tri-level auto racks built by Thrall Car Manufacturing Company, identification numbers CR 8673 through CR 8999
 - 565 fully enclosed bi-level auto racks built by Thrall Car Manufacturing Company,

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identification numbers CR 8000 through
CR 8564

The names and addresses of the parties to the three
enclosed secondary documents as follows:

1. First Supplement dated as of December 1, 1991 to
Equipment Trust Agreement

(a) Owner Trustee:

Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19603
Attn: Corporate Trust Administration

(b) Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attn: Corporate Trust Administration

This Supplement relates to Primary Document No. 1
above.

2. Second Supplement dated as of December 24, 1991 to
Equipment Trust Agreement

- the names and addresses of the parties are
the same as those to the foregoing First
Supplement
- this Supplement also relates to Primary
Document No. 1 above

3. First Supplement dated as of December 24, 1991 to
Lease Agreement.

(a) Lessor:

Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19603
Attn: Corporate Trust Administration

(b) Lessee:

Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103
Attn: Law Department

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This Supplement relates to Primary Document No. 2
above.

Short summaries of the three enclosed secondary
documents are as follows:

1. Secondary Document No. 1 above:

Amends Section 6.07 of the related Equipment Trust
Agreement covering allocation of redemption
payments.

2. Secondary Document No. 2 above:

Amends the schedule of sinking fund payments and
of debt service payments contained on Exhibits B
and C of the related Equipment Trust Agreement.

3. Secondary Document No. 3 above:

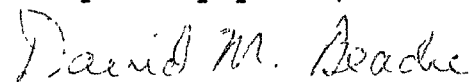
Amends the schedule of Stipulated Loss Values,
Termination Values, and Basic Rent contained in
Exhibits B and C of the related Lease Agreement.

Our check payable to the Interstate Commerce Commission
for the filing fee of \$48.00 is enclosed. Please return the
original of each of the enclosed documents to me at the following
address:

David M. Beadie
Faegre & Benson
2200 Norwest Center
90 South Sixth Street
Minneapolis, MN 55402-3901

Please call me if you have any questions or desire
additional information.

Very truly yours,



David M. Beadie

DMB:ms
Enclosure
cc: Phyllis W. Grossman (w/o enc.)

MKK0447D.WP5

ARTICLE II

Except as amended as set forth above, the Agreement is in all respects ratified and confirmed and the terms, provisions and conditions thereof shall remain in full force and effect. This First Supplement shall take effect on the date hereof.

ARTICLE III

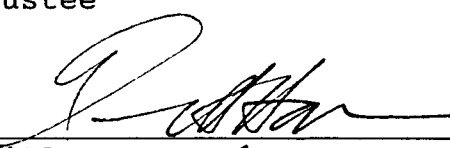
This First Supplement shall be deemed to be a contract made and to be performed entirely in the State of New York, and for all purposes shall be governed by and construed in accordance with the laws of said State. This First Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Equipment Trust Trustee have caused this First Supplement to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: _____
Title:

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By:  _____
Title: V.P.

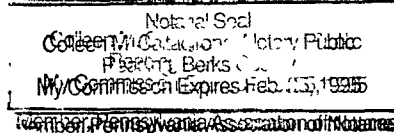
First Supplement to Equipment
Trust Agreement dated as of
December 1, 1991

STATE OF PENNSYLVANIA)
COUNTY OF BERKS) ss:

On this 23rd day of January, 1992 before me personally appeared, PAUL M. CLANCY, to me personally known, who being by me duly sworn, says that (s)he is the ASSISTANT VICE PRESIDENT of MERIDIAN TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notary Seal]

My commission expires:



MKK045CF.WP5

ARTICLE II

Except as amended as set forth above, the Agreement is in all respects ratified and confirmed and the terms, provisions and conditions thereof shall remain in full force and effect. This First Supplement shall take effect on the date hereof.

ARTICLE III

This First Supplement shall be deemed to be a contract made and to be performed entirely in the State of New York, and for all purposes shall be governed by and construed in accordance with the laws of said State. This First Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Equipment Trust Trustee have caused this First Supplement to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: 
Title: ASSISTANT VICE PRESIDENT

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: _____
Title:

16849 C

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INTERSTATE COMMERCE COMMISSION

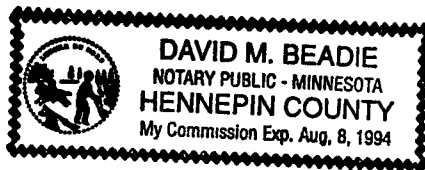
CERTIFICATE

I, David M. Beadie, a notary public in the State of Minnesota, County of Hennepin, do hereby certify that I have compared the attached copy of First Supplement to Equipment Trust Agreement made and entered into on December 1, 1991 with the original and have found the attached copy to be complete and identical in all respects to said original.

Dated: January 29, 1992

David M. Beadie
David M. Beadie

Notarial Seal



MKK048EF.WP5